IN THE CLAIMS

1. (original) A microelectronic assembly, comprising:

a) a first microelectronic element having a first face with first contacts exposed at the first face, the first face facing in a first direction;

b) a second microelectronic element having a first side with second contacts exposed at the first side, the first side facing in a second direction opposite to the first direction;

c) a substrate underlying the first microelectronic element and the second microelectronic element, the substrate having first terminals, second terminals and at least one third terminal, the first contacts being connected to the first terminals and the second contacts being connected to the second terminals; and

d) a conductive member disposed between the first microelectronic element and the second microelectronic element, the conductive member being connected to at least one of the third terminals.

2. (original) The assembly of claim 1, wherein the first face of the first microelectronic element faces the substrate and the first side of the second microelectronic element faces away from the substrate.

3. (original) The assembly of claim 2, wherein the second microelectronic element overlies the first microelectronic element.

4. (original) The assembly of claim 1, wherein the substrate has a first surface facing in the first direction and a second surface facing in the second direction.

5. (original) The assembly of claim 4, wherein the substrate includes first pads exposed at the second surface

of the substrate and connected to the first terminals, the first contacts being connected to the first pads.

6. (original) The assembly of claim 5, wherein the first terminals are exposed at the first surface of the substrate.

7. (original) The assembly of claim 5, wherein the first pads are connected to the first contacts by masses of bonding material.

8. (original) The assembly of claim 7, further comprising a dielectric material disposed between the first face and the second surface of the substrate, and in-between the masses.

9. (original) The assembly of claim 8, further comprising a dielectric material disposed over the substrate, first microelectronic element, and second microelectronic element.

10. (original) The assembly of claim 6, wherein the first terminals include vias extending through the substrate.

11. (original) The assembly of claim 5, wherein the substrate includes second pads exposed at the second surface of the substrate and connected to the second terminals, the second contacts of the second microelectronic element being connected to the second pads.

12. (original) The assembly of claim 11, wherein the second contacts and second pads are connected by wires.

13. (original) The assembly of claim 12, wherein the second terminals are exposed at the first surface of the substrate.

14. (original) The assembly of claim 13, wherein the second terminals include vias extending through the substrate.

15. (original) The assembly of claim 4, wherein the first microelectronic element has a second face facing oppositely from the first face and the second microelectronic element has a second side facing oppositely from the first side, the conductive member being disposed between the second face and the second side.

16. (original) The assembly of claim 15, wherein the conductive element is adhered to the second face and the second side.

17. (currently amended) ~~The assembly of claim 11, wherein the substrate includes at least one third pad exposed at the first surface and the conductive member is connected to the third pad.~~ A microelectronic assembly, comprising:

a) a first microelectronic element having a first face with first contacts exposed at the first face, the first face facing in a first direction;

b) a second microelectronic element having a first side with second contacts exposed at the first side, the first side facing in a second direction opposite to the first direction;

c) a substrate underlying the first microelectronic element and the second microelectronic element, the substrate having first terminals, second terminals and at least one third terminal, the first contacts being connected to the first terminals and the second contacts being connected to the second terminals;

d) a conductive member disposed between the first microelectronic element and the second microelectronic element, the conductive member being connected to at least one of the third terminals,

wherein the substrate has a first surface facing in the first direction and a second surface facing in a second direction;

wherein the substrate includes first pads exposed at the second surface of the substrate and connected to the first terminals, the first contacts being connected to the first pads;

wherein the substrate includes second pads exposed at the second surface of the substrate and connected to the second terminals, the second contacts of the second microelectronic element being connected to the second pads; and

wherein the substrate includes at least one third pad exposed at the first surface and the conductive member is connected to the third pad.

18. (original) The assembly of claim 17, wherein the second pads and third pads are disposed outwardly from the first microelectronic element.

19. (original) The assembly of claim 17, wherein the conductive element is connected to the third pad by wires.

20. (currently amended) ~~The assembly of claim 4, wherein the substrate includes an aperture and first pads exposed at the first surface of the substrate, and the first contacts are connected to the first pads~~.A microelectronic assembly, comprising:

a) a first microelectronic element having a first face with first contacts exposed at the first face, the first face facing in a first direction;

b) a second microelectronic element having a first side with second contacts exposed at the first side, the first side facing in a second direction opposite to the first direction;

c) a substrate underlying the first microelectronic element and the second microelectronic element, the substrate having first terminals, second terminals and at least one third terminal, the first contacts being connected to the first

terminals and the second contacts being connected to the second terminals;

d) a conductive member disposed between the first microelectronic element and the second microelectronic element, the conductive member being connected to at least one of the third terminals;

wherein the substrate has a first surface facing in the first direction and a second surface facing in the second direction;

wherein the substrate includes an aperture and first pads exposed at the first surface of the substrate, and the first contacts are connected to the first pads.

21. (original) The assembly of claim 20, further comprising a dielectric material disposed between the first face and the second surface and in the aperture.

22. (original) The assembly of claim 20, wherein the first contacts are connected to the first pads by wires that extend through the aperture.

23. (currently amended) ~~The assembly of claim 3, wherein the conductive member has a first width and the second microelectronic element has a second width less than the first width so that the second microelectronic element overlies a first portion of the conductive member and a second portion of the conductive member lies outwardly of the second microelectronic element.~~ A microelectronic assembly, comprising:

a) a first microelectronic element having a first face with first contacts exposed at the first face, the first face facing in a first direction;

b) a second microelectronic element having a first side with second contacts exposed at the first side, the first side facing in a second direction opposite to the first direction;

c) a substrate underlying the first microelectronic element and the second microelectronic element, the substrate having first terminals, second terminals and at least one third terminal, the first contacts being connected to the first terminals and the second contacts being connected to the second terminals;

d) a conductive member disposed between the first microelectronic element and the second microelectronic element, the conductive member being connected to at least one of the third terminals;

wherein the first face of the first microelectronic element faces the substrate and the first side of the second microelectronic element faces away from the substrate;

wherein the second microelectronic element overlies the first microelectronic element; and

wherein the conductive member has a first width and the second microelectronic element has a second width less than the first width so that the second microelectronic element overlies a first portion of the conductive member and a second portion of the conductive member lies outwardly of the second microelectronic element.

24. (original) The assembly of claim 23, wherein the substrate includes pads exposed at the second surface of the substrate, the pads being connected to the at least one third terminal, and the conductive member is connected to the pads, at the second portion of the conductive member.

25. to 38. (cancelled).